

D. GORDON SMITH

Ira A. Fulton Chair
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Academic Appointments

J. Reuben Clark Law School, Brigham Young University, Provo, Utah

- Ira A. Fulton Chair, 2022-Present
- Dean, 2016-2023
- Woodruff J. Deem Professor of Law, 2019-2022
- Glen L. Farr Professor of Law, 2007-2019
- Associate Dean for Faculty and Curriculum, 2009-2014

University of Wisconsin Law School, Madison, Wisconsin

- Professor of Law, 2002-2007
- Associate Director, Initiative for Studies in Technology Entrepreneurship, 2002-2007
- Faculty, Master of Science in Biotechnology, 2004-2007
- Faculty, Global Legal Studies Initiative, 2004-2007
- Institute for Legal Studies Distinguished Scholar, 2009

Lewis & Clark Law School, Portland, Oregon

- Associate Professor of Law, 1997-2002 (tenured 2000)
- Assistant Professor of Law, 1994-1997

Education

The University of Chicago Law School, Chicago, Illinois

- J.D., with honors, 1990
- Law Review Managing Board, Comment Editor, 1989-1990
- Law Review Staff Member, 1988-1989
- Bradley Law and Government Fellow, 1990 (selected by faculty)

Brigham Young University, Provo, Utah

- B.S. (Accounting), *magna cum laude*, 1986

Legal Experience

Skadden, Arps, Slate, Meagher & Flom, Wilmington, Delaware

- Corporate Associate, 1991-1994

Judge W. Eugene Davis, Fifth Circuit Court of Appeals, Lafayette, Louisiana

- Clerk, 1990-1991

Publications

Books

- HANDBOOK ON LAW AND ENTREPRENEURSHIP (Cambridge University Press 2022) (with Brian Broughman and Christine Hurt)
- RESEARCH HANDBOOK ON FIDUCIARY LAW (Edward Elgar 2018) (with Andrew Gold)
- BUSINESS ORGANIZATIONS: CASES, PROBLEMS & CASE STUDIES (3rd ed. Wolters Kluwer 2012) (with Cynthia A. Williams)
- BROMBERG & RIBSTEIN ON PARTNERSHIPS (2nd ed. Wolters Kluwer 2014) (with Christine Hurt)
- BROMBERG & RIBSTEIN ON LIMITED LIABILITY PARTNERSHIPS, THE REVISED UNIFORM PARTNERSHIP ACT, AND THE UNIFORM LIMITED PARTNERSHIP ACT (Wolters Kluwer 2015) (with Christine Hurt)

Articles

- *Delaware's Frontier*, 24 U. PA. J. BUS. L. 791 (2022) (with Matthew Jennejohn)
- *Insider Trading and Entrepreneurial Action*, 95 N.C. L. Rev. 1507 (2017)
- *Family Law and Entrepreneurial Action*, 77 OHIO ST. L.J. FURTHERMORE 31 (2016) (response to Benjamin Means, *The Contractual Foundation of Family-Business Law*, 75 OHIO ST. L.J. 675 (2014))
- *Fiduciary Discretion*, 75 OHIO STATE L.J. 609 (2014) (with Jordan C. Lee)
- *Contractually Adopted Fiduciary Duty*, 2014 ILL. L. REV. 1783, for "Larry Ribstein Memorial Symposium," sponsored by the University of Illinois College of Law, October 17-18, 2013
- *Law and Entrepreneurial Opportunities*, 98 CORNELL L. REV. 1533 (2013), for "Symposium on Law and Entrepreneurship," sponsored by Cornell Law School, New York City, NY on November 2, 2012 (with Darian Ibrahim)
- *Private Ordering with Shareholder Bylaws*, 80 FORDHAM L. REV. 125 (2011) (with Matthew Wright and Marcus Kai Hintze), *reprinted in* 54 Corporate Practice Commentator 147 (2012)
- *Contracts as Organizations*, 51 ARIZ. L. REV. 1 (2009) (with Brayden King) (published with commentary by Robert P. Bartlett, III and Anna Gelpern)
- *Unpacking Adaptability*, 2009 BYU L. Rev. 1553 (with Andreas Engert), for "BYU Law Review Symposium on Evaluating Legal Origins Theory," sponsored by J. Reuben Clark Law School, Brigham Young University, Provo, Utah on February 6, 2009
- *The Dystopian Potential of Corporate Law*, 57 EMORY L. J. 985 (2008) (published with a companion piece: Kent Greenfield, *Saving the World With Corporate Law*, 57 EMORY L. J. 948 (2008))
- *Entrepreneurs on Horseback: Reflections on the Organization of Law*, 50 ARIZ. L. REV. 71 (2008) (with Darian Ibrahim)
- *The "Branding Effect" of Contracts*, 12 HARV. NEGOT. L. REV. 189 (2007), for "Conference on Case Studies and Negotiations," sponsored by Harvard Law School, Cambridge, Massachusetts on April 26, 2006
- *Bit by Bit: A Case Study of Bloggership*, 84 WASH. U. L. Q. 1135 (2006) for "Bloggership: How Blogs are Transforming Legal Scholarship," sponsored by Harvard Law School, Cambridge, Massachusetts on April 28, 2006

- *Law & Entrepreneurship: Do Courts Matter?*, 1 ENTREPRENEURIAL BUS. L. J. 353 (2006), for “Location, Luck, or the Law: Why Some Venture Capital Communities Flourish,” sponsored by The Ohio State University Michael E. Moritz College of Law, Columbus, Ohio on March 17, 2006
- *The Exit Structure of Venture Capital*, 53 UCLA L. REV. 315 (2005) (selected as one of the Best Corporate & Securities Articles of 2006 in a poll of corporate and securities law professors)
- *The Exit Structure of Strategic Alliances*, 2005 ILL. L. REV. 303 (2005), for “Uncorporation: A New Age?,” sponsored by the University of Illinois College of Law, Chicago, Illinois on April 23, 2004
- *Independent Legal Significance, Good Faith, and the Interpretation of Venture Capital Contracts*, 40 WILLAMETTE L. REV. 825 (2004), for “Venture Capital after the Bubble,” sponsored by Willamette University College of Law, Portland, Oregon on March 5, 2004
- *Experience, Contractual Covenants and Venture Capitalists' Responses to Unmet Expectations*, 2004 FRONTIERS OF ENTREPRENEURSHIP RESEARCH (with Annaleena Parhankangas and Hans Landström), for 2004 Babson College/ Kauffman Foundation Entrepreneurship Research Conference, University of Strathclyde, Glasgow, Scotland on June 3-5, 2004 (received Taylor & Francis Publishers Award for Excellence in Research on the Topic of Venture Capital)
- *The Critical Resource Theory of Fiduciary Duty*, 55 VAND. L. REV. 1399 (2002)
- *Toward a New Theory of the Shareholder Role: “Sacred Space” in Corporate Transactions*, 80 TEXAS L. REV. 261 (2001) (with Robert B. Thompson), *reprinted in* 44 Corporate Practice Commentator 453 (2002) (selected as one of the Best Corporate & Securities Articles of 2002)
- *Team Production in Venture Capital Investing*, 24 J. CORP. L. 949 (1999), for “Sloan Conference on Team Production in Business Associations,” sponsored by Georgetown Law Center, Washington, D.C. on March 4-5, 1999
- *A Proposal to Eliminate Director Standards From the Model Business Corporations Act*, 68 U. CIN. L. REV. 1201 (1999), for “Twelfth Annual Conference on Corporate Law,” sponsored by University of Cincinnati School of Law, Cincinnati, Ohio on March 11, 1999
- *How Early Stage Entrepreneurs Select Venture Capitalists*, J. PRIVATE EQUITY (Winter/Spring 2001) (also in 1999 FRONTIERS OF ENTREPRENEURSHIP RESEARCH), for the 1999 Babson College/ Kauffman Foundation Entrepreneurship Research Conference, University of South Carolina, Columbia, South Carolina on May 12-15, 1999
- *The Shareholder Primacy Norm*, 23 J. CORP. L. 277 (1998)
- *Venture Capital Contracting in the Information Age*, 2 J. SMALL & EMERGING BUS. L. 133 (1998), for “Financing Innovation” sponsored by Lewis & Clark School, Portland, Oregon on September 26, 1997
- *Chancellor Allen and the Fundamental Question*, 21 SEATTLE U. L. REV. 577 (1998), for “A Tribute to Chancellor William T. Allen”
- *Corporate Governance and Managerial Incompetence: Lessons From Kmart*, 74 N.C. L. REV. 1037 (1996)
- *Beyond “Public Concern”: New Free Speech Standards for Public Employees*, 57 U. CHI. L. REV. 249 (1990) (student comment)

Book Chapters

- *Fiduciary Law and the Preservation of Trust in Business Relationships*, in FIDUCIARIES AND TRUST: ETHICS, POLITICS, ECONOMICS, AND LAW (Matthew Harding and Paul Miller, eds. 2020)
- *Firms and Fiduciaries*, in CONTRACT, STATUS, AND FIDUCIARY LAW (Andrew Gold and Paul Miller eds. 2016)
- *The Modern Business Judgment Rule*, in RESEARCH HANDBOOK ON MERGERS AND ACQUISITIONS (Steven Davidoff Solomon and Claire Hill eds. 2016)
- *Duties of Nominee Directors*, in COMPARATIVE COMPANY LAW: A CASE-BASED APPROACH (Mathias Siems and David Cabrelli eds. 2013)
- *Doctrines of Last Resort*, in REVISITING THE CONTRACTS SCHOLARSHIP OF STEWART MACAULAY: ON THE EMPIRICAL AND THE LYRICAL (Jean Braucher, John Kidwell & William Whitford, eds. 2013), for a conference sponsored by the University of Wisconsin Law School, Madison, Wisconsin on October 21, 2011
- *The Role of Shareholders in the Modern American Corporation*, in THE RESEARCH HANDBOOK ON THE ECONOMICS OF CORPORATION LAW (Brett McDonnell and Claire Hill eds., 2012)
- *Commons, Hurst, Macaulay, and the Wisconsin Legal Tradition*, in THE ELGAR COMPANION TO TRANSACTION COST ECONOMICS (Peter Klein, ed., 2010)

Teaching

Courses Taught

- Business Organizations
- Contracts
- Corporate Finance
- Fiduciary Law
- Law & Corpus Linguistics
- Law & Entrepreneurship
- Law & Leadership
- Securities Regulation

Visiting Appointments

University of Alabama School of Law, Tuscaloosa, Alabama

- LL.M Concentration in Business Transactions, 2015-2016

Brown University, Providence, Rhode Island

- Visiting Faculty, Brown International Advanced Research Institute (BIARI)

Widener University School of Law, Wilmington, Delaware,

- Corporate Law Scholar in Residence, April 2005

Vanderbilt University Law School, Nashville Tennessee

- Visiting Professor of Law, 2001-2002

Arizona State University College of Law, Tempe, Arizona

- Visiting Associate Professor of Law, Spring 1999

Washington University School of Law, St. Louis, Missouri

- Visiting Associate Professor of Law, Fall 1998

International Programs

Georgetown University Law Center, London, England

- Summer Program, July-August 2010 and 2011 (“Corporations: U.S. & Transnational Perspectives”)

Hong Kong Polytechnic University, Hong Kong, China

- Summer Program on Corporate Governance, June 2008

Fulbright German Studies Seminar, Brussels, Belgium & Berlin, Germany

- German-American Fulbright Commission, June 2007

Suffolk University Law School B Summer Law Program, Lund, Sweden

- University of Lund, June 2005 (“International Corporations”)

Justus Liebig Universität, Gießen, Germany

- Faculty exchange program, June 2004 (“Venture Capital Contracting”)

University of International Business & Economics, Beijing, China

- East Asian Legal Studies Center, May 2004 (“Venture Capital Contracting”)

Management Development Institute, Gurgaon, India

- Faculty Development Program, January 2004 (Center for International Business Education & Research)

The University of San Diego School of Law B Paris Institute, Paris, France

- Institute on International & Comparative Law, July 2002 (“International Corporations”)

The University of Sydney, Sydney Australia

- International Faculty in Corporate, Securities & Finance Law, November 2001 & August 2003 (“Emerging Businesses and Venture Capital”)

Helsinki University of Technology, Helsinki, Finland

- Executive MBA Program, June 2001 (“Current Issues in Corporate Governance”)

Teaching Honors

- BYU Law School Alumni Association, Teacher of the Year, J. Reuben Clark Law School, Brigham Young University (voted by students in three most recent graduating classes), August 25, 2011
- Student Bar Association First Year Professor of the Year Award, J. Reuben Clark Law School, Brigham Young University (voted by students), March 14, 2008
- Faculty Graduation Speaker, University of Wisconsin Law School, May 12, 2006 (elected by graduating class)

Other Activities

Associations

- Co-Founder, Law and Entrepreneurship Association
- Member, American Law Institute
- Member, American Bar Association
- Member, Delaware Bar (inactive)

Selected Service

- Chair, Fiduciary Law Workshop Organizing Committee (2024-Present)
- Founding Editor, *Fiduciary Law eJournal*, Social Science Research Network (2015-2024)
- Founded the Law & Entrepreneurship Association (with Brian Broughman) (2013)
- Member of the Corporate Laws Committee of the Section of Business Law, American Bar Association (2013-2017)
- Member of the Organizing Committee, Fiduciary Law Workshop (2014-Present)
- Substantial service on Law School faculty committees, including Academic Planning Committee, Tenure and Promotion Committee (Chair), Appointments Committee (Chair), Building Committee, Curriculum Committee (Chair), Judicial Clerkship Committee (Chair), Strategic Planning Committee, and numerous ad hoc committees
- Service on University Committees, including the University Deans Council, University Faculty Development & Research Council, the University Curriculum Committee, and the Marriott School of Business Dean Search Committee
- Association of American Law Schools
 - Co-Chair, Planning Committee, Deans' Workshop (2021)
 - Chair, Planning Committee, New Law Teachers Workshop (2017)
 - Chair & Chair-elect, Section on Transactional Law and Skills (2015-2017)
 - Secretary, Section on Transactional Law and Skills (2012-2015)
 - Executive Committee, Section on Transactional Law and Skills (2011-2012)
 - Planning Committee, Workshop on Transactional Law (2008-2009)
 - Chair & Chair-elect, Section on Business Associations (2006-2008) (organized 2008 Section Meeting on "Corporate Law in Global Markets")
- Organized the Transactional Law Workshop (with Afra Afsharipour), a virtual workshop focusing on transactional law scholarship (January 2012-2014)
- Organized the Business Ethics Book Club (with Colleen Baker), a virtual book club meeting every semester to discuss important works of business ethics (2013-2016)

- Organized conferences

- The Past, Present, and Future of Fiduciary Law: Essays in Honor of Deborah A. DeMott, Duke University School of Law, Durham, North Carolina (September 2025)
- BYU Law and Leadership Conferences, Brigham Young University, Provo, Utah (2019-2023)
- Third Annual Law and Corpus Linguistics Conference, Brigham Young University, Provo, Utah (March 9, 2018)
- BYU Law School Winter Deals Conference, Brigham Young University, Park City, Utah (March 1-2, 2018)
- BYU *Law Review* Symposium on “Law and Corpus Linguistics,” Brigham Young University, Provo, Utah (February 3, 2017)
- Law, Entrepreneurship & Innovation Summit, Brigham Young University, Provo, Utah (November 7, 2016)
- Law and Corpus Linguistics, Brigham Young University, Provo, Utah (April 29, 2016)
- Law and Entrepreneurial Action, Brigham Young University, Provo, Utah (February 26-27, 2016)
- Fiduciary Law Workshop, Brigham Young University, Provo, Utah (May 22-23, 2015)
- Rocky Mountain Junior Scholars Forum, Brigham Young University, Provo, Utah (November 7-8, 2013)
- Business Ethics Teaching Conference, Brigham Young University, Provo, Utah (February 21-22, 2013)
- Rocky Mountain Junior Scholars Forum, Brigham Young University, Provo, Utah (September 29-30, 2011)
- J. Reuben Clark Law Society Annual Faculty Conference, held in conjunction with Association of American Law Schools Annual Meeting (2009-2012)
- Inaugural Business Associations Teaching Conference, Brigham Young University, Provo, Utah (February 11-12, 2010)
- Inaugural Rocky Mountain Junior Scholars Forum, Brigham Young University, Provo, Utah (September 24-25, 2009)
- Evaluating Legal Origins Theory, Brigham Young University, Provo, Utah (February 6, 2009) (to be published in *BYU LAW REVIEW*)
- Economic Globalization and Corporate Governance, University of Wisconsin Law School, Madison, Wisconsin (March 11-12, 2005) (published in the *WISCONSIN INTERNATIONAL LAW JOURNAL* 367-551)
- Latter-day Saint Perspectives on Law, Brigham Young University, Provo, Utah (October 19, 2001) (published in 2003 *BYU LAW REVIEW* 829-1095)
- Law & Entrepreneurship Research Conference, Lewis & Clark Law School, Portland, Oregon (October 20, 2000)

- Financing Innovation: The Future of Capital Formation for Small and Emerging Businesses, 1997 Lewis & Clark Law Forum, Lewis & Clark Law School, Portland, Oregon (September 26, 1997) (published in 2 J. SMALL & EMERGING BUS. L. 1-298 (1998))
- Organized or Co-organized Law & Entrepreneurship Retreats
 - San Francisco, California (September 5-7, 2024) (with Brian Broughman, Elizabeth Pollman, and Abe Cable)
 - Nashville, Tennessee (October 4-5, 2023) (with Brian Broughman, Elizabeth Pollman, and Abe Cable)
 - Seattle, Washington (February 21-22, 2014) (with Sean O'Connor)
 - Washington, D.C. (February 15, 2013) (with Sean O'Connor)
 - Bloomington, Indiana (February 24-25, 2012) (with Brian Broughman)
 - Gainesville, Florida (February 17-18, 2011) (with Daniel Sokol)
 - Provo, Utah (February 18-19, 2010)
 - Philadelphia, Pennsylvania (October 24, 2008) (with Karl Okamoto)
 - Tucson, Arizona (March 7, 2008) (with Darian Ibrahim)
 - Madison, Wisconsin (May 20, 2007)
- Organized panels at Law & Society Association Annual Meetings
 - Fiduciary Duty Panels, Seattle, Washington (2015)
 - Fiduciary Duty Panels, Minneapolis, Minnesota (2014)
 - Law & Entrepreneurship Panels, Boston, Massachusetts (2013)
 - Law & Entrepreneurship Panels, San Francisco, California (2011)
 - Law & Entrepreneurship Panels, Chicago, Illinois (2010)
 - Law & Entrepreneurship Panels, Denver, Colorado (2009)
 - Law & Entrepreneurship Panels, Montreal, Canada (2008)
 - Comparative Corporate Governance Panels, Berlin, Germany (2007)
 - Empirical Study of Contracts, Baltimore, Maryland (2006)
 - Fiduciary Duties, Pittsburgh, Pennsylvania (2003)
- Faculty Adviser, BYU Law School National Team, Annual Transactional Lawyering Meet (2010-2012)
- Editor, University of Wisconsin Legal Studies Research Paper Series, Social Science Research Network, 2005-2008
- Organized faculty working paper series, University of Wisconsin Law School, 2003-04
- Founding Faculty Adviser, *The Journal of Small and Emerging Business Law*